

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY  
DIRECT DIAL NUMBER

312/559-6158

May 8, 1990

File No. A-10829

A-352

RECORDATION NO. 8866-C FILED 1425

MAY 14 1990 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

0-181A000

Ms. Noretta McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Ms. McGee:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are Counterparts of Release and Bill of Sale covering railroad equipment under Conditional Sale Agreement and Agreement and Assignment among North Western Leasing Company, Continental Bank, N.A., and this Company dated June 23, 1977, assigned Recordation No. 8866.

Enclosed is a check for \$15.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts showing recordation data.

Sincerely,

*Lisa M. Fanelli*

Lisa M. Fanelli  
Manager-Stock Operations

Enclosure

cc: R. M. Grossman  
R. R. DeWitt  
W. H. Clark III  
K. H. Lange  
J. G. Marski  
R. S. Morgan

f-cs37k6

MAY 14 10 50 AM '90  
RECEIVED OFFICE OF THE SECRETARY

RECORDATION NO.

FILED 1425

MAY 14 1990 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

Counterpart 6 of 6A-10289  
A-352RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of June 23, 1977 between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Seller agreed to sell and Railroad agreed to buy one hundred (100) ballast cars, twenty-four (24) GP-7 diesel electric locomotives, two (2) 38' depressed center flat cars, eighty-three (83) 65' gondolas, eleven (11) open top triple hopper cars, sixty-seven (67) ore cars, one hundred eight-four (184) 29'6" covered hoppers, twenty (20) 60'9" box cars and twenty-nine (29) cabooses (hereinafter referred to as the "Equipment") described on Schedule A attached to the Conditional Sale Agreement; and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of June 23, 1977 between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, now known as CONTINENTAL BANK N.A. (hereinafter referred to as "Agent"), Seller assigned and transferred all of its right, title and interest under the aforesaid Conditional Sale Agreement and all of its right, title and interest to said Equipment to Agent; and

WHEREAS, Agent has received from Railroad payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, Agent, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Equipment, TO HAVE AND TO HOLD the Equipment unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the above mentioned Conditional Sale Agreement and Agreement and Assignment.

Agent does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or changed; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Agent or arising out of any act, obligation or liability on its part. The Agent hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Agent.

IN WITNESS WHEREOF, CONTINENTAL BANK N.A. has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by one of its Commercial Banking Officers, this 7 day of May A.D., 1990.

CONTINENTAL BANK N.A.

By

Vice President

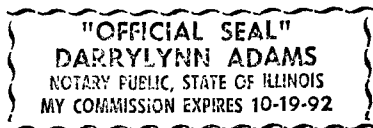
ATTEST:

Robert W. Bell

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK       )     SS

On this 7 day of May, 1990,  
before me personally appeared Jeffrey Atkins & Robert Bolt to me  
personally known, who, being by me duly sworn, says that they are a  
Vice President and a Banking Officer of CONTINENTAL BANK N.A., a  
corporation, that said instrument was signed on behalf of said  
corporation by authority of its Board of Directors, and they  
acknowledged that the execution of the foregoing instrument was the  
free act and deed of said corporation.

Darryl Lynn Adams  
Notary Public



My Commission Expires:

10-19-92

(NOTARY SEAL)